

THERAVANCE INC
Form SC 13D/A
August 01, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

THERAVANCE, INC.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

88338T104
(CUSIP Number)

Victoria A. Whyte
GlaxoSmithKline plc
980 Great West Road
Brentford, Middlesex TW8 9GS
Telephone: +44 (0)208 047 5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 30, 2013
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1 NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

GlaxoSmithKline plc

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) ☐(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

England and Wales

NUMBER OF SHARES

7

SOLE VOTING POWER

-0-

BENEFICIALLY OWNED BY

8

SHARED VOTING POWER

29,785,600 shares of Common Stock (See Items 5(a) and 5(b))

EACH REPORTING PERSON

9

SOLE DISPOSITIVE POWER

-0-

WITH

10

SHARED DISPOSITIVE POWER

29,785,600 shares of Common Stock (See Items 5(a) and 5(b))

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

29,785,600 shares of Common Stock (See Item 5(a)) (1)

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

26.96% of the shares of Common Stock (See Item 5(a))

14 TYPE OF REPORTING PERSON

CO

Footnotes:

(1) Shares of Common Stock are held of record by Glaxo Group Limited, an indirect wholly owned subsidiary of GlaxoSmithKline plc.

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Item 1. Security and Issuer.

This Amendment No. 3 to Schedule 13D amends and supplements the statement on Schedule 13D originally filed on December 9, 2010 (as amended by Amendment No. 1 filed on April 2, 2012 and Amendment No. 2 filed on May 16, 2012, the "Schedule 13D" and as amended by this Amendment No. 3, the "Statement") with respect to the shares of common stock, par value \$0.01 per share (the "Common Stock"), of Theravance, Inc., a Delaware corporation (the "Issuer"). The Issuer's principal executive offices are located at 901 Gateway Blvd., South San Francisco, CA 94080. Unless otherwise indicated, each capitalized term used but not defined herein shall have the meaning assigned to such term in the Schedule 13D.

Item 2. Identity and Background.

The response set forth in Item 2 of the Schedule 13D is hereby amended by deleting Schedule 1 as attached to Amendment No. 1 in its entirety, and replacing it with Schedule 1 attached hereto.

Item 3. Source and Amount of Funds or Other Consideration.

The response set forth in Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following:

Glaxo Group Limited ("GGL") expects to acquire 3,064,407 shares of Common Stock (the "Shares") on August 2, 2013, pursuant to the 2013 Common Stock Purchase Agreement described below for total consideration of \$111,850,855.50, which consideration is expected to be obtained from the working capital of GGL.

Item 4. Purpose of Transaction.

The response set forth in Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following:

On July 30, 2013, GGL and GSK entered into a Common Stock Purchase Agreement with the Issuer (the "2013 Common Stock Purchase Agreement"), pursuant to which the Issuer agreed to issue and sell, and GGL agreed to purchase, the Shares for an aggregate purchase price of \$111,850,855.50. The 2013 Common Stock Purchase Agreement was entered into pursuant to GSK's right to purchase shares of Common Stock from the Issuer, in accordance with the Governance Agreement, (i) on a quarterly basis in the amount sufficient to maintain its ownership percentage in the Issuer taking into account the preceding quarter's option exercise and equity vesting activity (the "Quarterly Right") and (ii) upon the conversion or exchange of all or any portion of certain convertible indebtedness issued by the Issuer, each as more fully described above in this Item 4. The description of the 2013 Common Stock Purchase Agreement in this Item 4 is qualified in its entirety by reference to the full text of the 2013 Common Stock Purchase Agreement, a copy of which is attached as Exhibit 6 hereto and incorporated herein by reference.

In addition to the acquisitions described above, GSK has exercised its Quarterly Right pursuant to the Governance Agreement in each quarter following the execution of the 2012 Common Stock Purchase Agreement and acquired the amount of shares of Common Stock necessary to maintain its ownership percentage in the Issuer.

Item 5. Interest in Securities of the Issuer.

The response set forth in Item 5 of the Schedule 13D is hereby amended by deleting the previous response in its entirety and replacing it with the following:

- (a) GlaxoSmithKline plc beneficially owns 29,785,600 shares of Common Stock, which represents 26.96% of the 110,496,860 shares of Common Stock outstanding.
- (b) Subject to the limitations described in Item 4 of this Statement, GlaxoSmithKline plc has the sole power to vote or direct the vote, and the sole power to dispose or to direct the disposition of all 29,785,600 shares of Common Stock described in Item 5(a).
- (c) Except as described herein, no transactions in shares of Common Stock were effected during the past 60 days by GlaxoSmithKline plc.
- (d) No person, other than GlaxoSmithKline plc, is known to have the right to receive or the power to direct the receipt of dividends from, or any proceeds from the sale of, the shares of Common Stock beneficially owned by GlaxoSmithKline plc.
- (e) Not applicable.
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Item 7. Material To Be Filed As Exhibits.

The response set forth in Item 7 of the Schedule 13D is hereby amended by adding to the end of Item 7 the following:

Exhibit

Name

6 Common Stock Purchase Agreement, dated July 30, 2013, by and among the Issuer, GGL and GSK, a copy of which is incorporated by reference from Exhibit 10.1 to the Current Report on Form 8-K filed by the Issuer on July 30, 2013.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

GLAXOSMITHKLINE PLC

/s/ Simon Bicknell

By: Simon Bicknell

Title: Company Secretary (interim)

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SCHEDULE I

Name	Business Address	Principal Occupation or Employment	Citizenship
Board of Directors			
Sir Andrew Witty	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director and Chief Executive Officer	British
Simon Dingemans	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director and Chief Financial Officer	British
Dr. Moncef Slaoui	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director and Chairman Global Research & Development and Vaccines	Moroccan, Belgian & US
Sir Christopher Gent	980 Great West Road Brentford Middlesex, England TW8 9GS	Chairman and Company Director	British
Professor Sir Roy Anderson	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Dr. Stephanie Burns	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US
Stacey Cartwright	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Judy Lewent	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US

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Sir Deryck Maughan	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Dr. Daniel Podolsky	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US
Name	Business Address	Principal Occupation or Employment	Citizenship
Tom de Swaan	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	Dutch
Sir Robert Wilson	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	British
Lynn Elsenhans	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US
Jing Ulrich	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	US
Hans Wijers	980 Great West Road Brentford Middlesex, England TW8 9GS	Company Director	Dutch

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Corporate
Executive Team

Sir Andrew Witty	980 Great West Road Brentford Middlesex, England TW8 9GS	Chief Executive Officer	British
Simon Dingemans	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director and Chief Financial Officer	British
Dr. Moncef Slaoui	980 Great West Road Brentford Middlesex, England TW8 9GS	Executive Director Chairman Global Research & Development and Vaccines	Moroccan, Belgian & US
Simon Bicknell	980 Great West Road Brentford Middlesex, England TW8 9GS	Senior Vice President, Governance, Ethics and Assurance and Company Secretary (interim)	British
Deirdre Connelly	5 Crescent Drive, Philadelphia, PA 19112	President, North America Pharmaceuticals	US

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Abbas Hussain	150 Beach Road 22-00 Gateway West 189720 Singapore	President, Europe & Emerging Markets & Asia Pacific	British
William Louv	Five Moore Drive PO Box 13398 Research Triangle Park North Carolina 27709	Senior Vice President, Core Business Services	US
David Redfern	980 Great West Road Brentford Middlesex, England TW8 9GS	Chief Strategy Officer	British
Christophe Weber	Avenue Fleming, 20 B-1300 Wavre Belgium	President, Vaccines	French
Claire Thomas	980 Great West Road Brentford Middlesex, England TW8 9GS	Senior Vice President, Human Resources	British
Philip Thomson	980 Great West Road Brentford Middlesex, England TW8 9GS	Senior Vice President, Global Communications	British
Daniel Troy	5 Crescent Drive Philadelphia, PA 19112	Senior Vice President & General Counsel	US
Dr. Patrick Vallance	980 Great West Road Brentford Middlesex, England TW8 9GS	President, Pharmaceuticals R&D	British
Emma Walmsley	980 Great West Road Brentford Middlesex, England TW8 9GS	President, Consumer Healthcare Worldwide	British
Roger Connor	980 Great West Road Brentford		